

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

Annette W. Jarvis, Utah Bar No. 1649
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 Email: ajarvis@rqn.com

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and
 Lenard E. Schwartzer
 Nevada Bar No. 0399
 Jeanette E. McPherson
 Nevada Bar No. 5423
 Schwartzer & McPherson Law Firm
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 Facsimile: (702) 892-0122
 E-Mail: bkfilings@s-mlaw.com
 Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Chapter 11

**Jointly Administered Under
 Case No. BK-S-06-10725 LBR**

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**MONTHLY OPERATING REPORT
 FOR NOVEMBER 2006 (AFFECTS
 USA COMMERCIAL MORTGAGE
 COMPANY)**

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA Commercial Mortgage Company

Case No. 06-10725-LBR

**CHAPTER 11
MONTHLY OPERATING REPORT
(GENERAL BUSINESS CASE)**

SUMMARY OF FINANCIAL STATUS

MONTH ENDED: 11/30/06PETITION DATE: 04/13/06

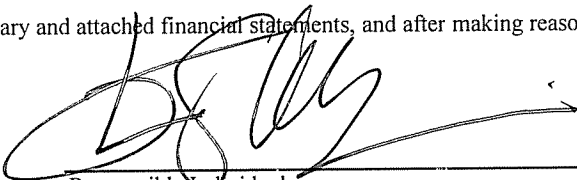
1. Debtor in possession (or trustee) hereby submits this Monthly Operating Report on the Accrual Basis of accounting (or if checked here the Office of the U.S. Trustee or the Court has approved the Cash Basis of Accounting for the Debtor).
Dollars reported in \$1

	<u>End of Current Month</u>	<u>End of Prior Month</u>	<u>As of April 13, 2006</u>
2. Asset and Liability Structure			
a. Current Assets	\$64,077,528	\$62,734,553	
b. Total Assets	\$123,056,245	\$121,735,073	\$122,468,825
c. Current Liabilities	\$25,723,357	\$23,157,033	
d. Total Liabilities	\$87,549,078	\$84,982,754	\$61,634,630
			Cumulative
3. Statement of Cash Receipts & Disbursements for Month	<u>Current Month</u>	<u>Prior Month</u>	<u>(Case to Date)</u>
a. Total Receipts	\$3,298,542	\$663,891	\$8,631,174
b. Total Disbursements	\$2,932,540	\$266,133	\$5,667,812
c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	\$366,002	\$397,758	\$2,963,362
d. Cash Balance Beginning of Month	\$3,173,592	\$2,775,834	\$576,231
e. Cash Balance End of Month (c + d)	\$3,539,594	\$3,173,592	\$3,539,594
	<u>Current Month</u>	<u>Prior Month</u>	<u>Cumulative</u>
4. Profit/(Loss) from the Statement of Operations	(\$1,245,152)	(\$428,988)	(\$3,500,726)
5. Account Receivables (Pre and Post Petition)	\$20,654,024	\$20,109,321	
6. Post-Petition Liabilities	\$25,723,357	\$23,157,033	
7. Past Due Post-Petition Account Payables (over 30 days)	\$40,342	\$140,342	

At the end of this reporting month:

- | | <u>Yes</u> | <u>No</u> |
|--|------------|-----------|
| 8. Have any payments been made on pre-petition debt, other than payments in the normal course to secured creditors or lessors? (if yes, attach listing including date of payment, amount of payment and name of payee) | | x |
| 9. Have any payments been made to professionals? (if yes, attach listing including date of payment, amount of payment and name of payee) | x | |
| 10. If the answer is yes to 8 or 9, were all such payments approved by the court? | | |
| 11. Have any payments been made to officers, insiders, shareholders, relatives? (if yes, attach listing including date of payment, amount and reason for payment, and name of payee) | | x |
| 12. Is the estate insured for replacement cost of assets and for general liability? | | x |
| 13. Are a plan and disclosure statement on file? | X | |
| 14. Was there any post-petition borrowing during this reporting period? | | x |
15. Check if paid: Post-petition taxes X ; U.S. Trustee Quarterly Fees X ; Check if filing is current for: Post-petition tax reporting and tax returns: X .
(Attach explanation, if post-petition taxes or U.S. Trustee Quarterly Fees are not paid current or if post-petition tax reporting and tax return filings are not current.)

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.

Date: 12/20/06

 Responsible Individual

STATEMENT OF OPERATIONS

(General Business Case)

For the Month Ended 11/30/06

Current Month				Cumulative (Case to Date)	Next Month Forecast
Actual	Forecast	Variance			
\$1,511,623		\$1,511,623	Revenues:	\$12,424,964	
		\$0	1 Gross Sales		
\$1,511,623	\$0	\$1,511,623	2 less: Sales Returns & Allowances	\$12,424,964	\$0
\$0		\$0	3 Net Sales		
\$1,511,623	\$0	\$1,511,623	4 less: Cost of Goods Sold (Schedule 'B')	\$12,424,964	\$0
\$222		\$222	5 Gross Profit	\$43,998	
		\$0	6 Interest	\$8,044	
\$7,000		\$7,000	7 Other Income:	\$320,467	
		\$0	8 Intercompany allocations		
			9		
\$1,518,845	\$0	\$1,518,845	10 Total Revenues	\$12,797,473	\$0
		\$0	Expenses:		
\$167,325		(\$167,325)	11 Compensation to Owner(s)/Officer(s)	\$1,069,150	
		\$0	12 Salaries	\$140,833	
		\$0	13 Commissions		
		\$0	14 Contract Labor		
		\$0	Rent/Lease:		
\$48,908		(\$48,908)	15 Personal Property	\$8,861	
\$1,385		(\$1,385)	16 Real Property	\$370,074	
		\$0	17 Insurance	\$38,578	
\$16,288		(\$16,288)	18 Management Fees	\$143,848	
			19 Depreciation		
\$5,531		(\$5,531)	Taxes:	\$62,866	
		\$0	20 Employer Payroll Taxes		
\$3,990		(\$3,990)	21 Real Property Taxes	\$32,869	
		\$0	22 Other Taxes	\$52,724	
\$57,828		(\$57,828)	23 Other Selling	\$620,005	
		\$0	24 Other Administrative	\$4,556	
		\$0	25 Interest		
		\$0	26 Other Expenses:		
		\$0	27		
		\$0	28		
		\$0	29		
		\$0	30		
		\$0	31		
		\$0	32		
		\$0	33		
		\$0	34		
\$301,255	\$0	(\$301,255)	35 Total Expenses	\$2,544,364	\$0
\$1,217,590	\$0	\$1,217,590	36 Subtotal	\$10,253,109	\$0
(\$2,462,742)		\$2,462,742	Reorganization Items:		
		\$0	37 Professional Fees	(\$13,743,835)	
		\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from Resulting Chp 11 Case		
		\$0	40 Gain or (Loss) from Sale of Equipment		
		\$0	41 U.S. Trustee Quarterly Fees	(\$10,000)	
		\$0	42		
(\$2,462,742)	\$0	\$2,462,742	43 Total Reorganization Items	(\$13,753,835)	\$0
(\$1,245,152)	\$0		44 Net Profit (Loss) Before Federal & State Taxes	(\$3,500,726)	\$0
		\$0	45 Federal & State Income Taxes		
(\$1,245,152)	\$0	\$0	46 Net Profit (Loss)	(\$3,500,726)	\$0

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

BALANCE SHEET
(General Business Case)
For the Month Ended 11/30/06

Assets**From Schedules****Market Value¹****Current Assets**

1	Cash and cash equivalents - unrestricted		\$3,539,594
2	Cash and cash equivalents - restricted		
3	Accounts receivable (net)	A	\$20,654,024
4	Inventory	B	\$0
5	Prepaid expenses		\$16,855
6	Professional retainers		
7	Other: Borrowers interest advances		\$24,156,880
8	Funds held in Collection account		\$15,710,175
9	Total Current Assets		\$64,077,528

Property and Equipment (Market Value)

10	Real property	C	\$0
11	Machinery and equipment	D	\$0
12	Furniture and fixtures	D	\$144,869
13	Office equipment	D	\$297,483
14	Leasehold improvements	D	\$58,030
15	Vehicles	D	\$0
16	Other: _____	D	
17	_____	D	
18	_____	D	
19	_____	D	
20	_____	D	
21	Total Property and Equipment		\$500,382

Other Assets

22	Loans to shareholders		
23	Loans to affiliates		
24	Related Party loan		\$58,374,919
25	Retirement Plan intangible		\$103,416
26	_____		
27	_____		
28	Total Other Assets		\$58,478,335
29	Total Assets		\$123,056,245

NOTE:

Indicate the method used to estimate the market value of assets (e.g., appraisals; familiarity with comparable market prices, etc.) and the date the value was determined.

1 - The method used to estimate the market value of assets was net book value at the end of the current reporting period as market value has not been determined.

Liabilities and Equity
(General Business Case)

Liabilities From Schedules

Post-Petition

Current Liabilities

30	Salaries and wages		\$28,279
31	Payroll taxes		
32	Real and personal property taxes		
33	Income taxes		
34	Sales taxes		
35	Notes payable (short term)		
36	Accounts payable (trade)	A	\$184,079
37	Real property lease arrearage		
38	Personal property lease arrearage		
39	Accrued professional fees		\$10,119,083
40	Current portion of long-term post-petition debt (due within 12 months)		
41	Other: Retirement plan		\$1,105,535
42	Escrow deposit and other liabilities		\$2,329,360
43	Adjustment for Loan Servicing transactions		\$11,957,021
44	Total Current Liabilities		\$25,723,357

Long-Term Post-Petition Debt, Net of Current Portion

45			
46	Total Post-Petition Liabilities		\$25,723,357

Pre-Petition Liabilities (allowed amount)¹

47	Secured claims ¹	F	\$0
48	Priority unsecured claims ¹	F	\$169,742
49	General unsecured claims ¹	F	\$61,655,979
50	Total Pre-Petition Liabilities		\$61,825,721
51	Total Liabilities		\$87,549,078

Equity (Deficit)

52	Retained Earnings/(Deficit) at time of filing		\$38,932,893
53	Capital Stock		\$75,000
54	Additional paid-in capital		
55	Cumulative profit/(loss) since filing of case		(\$3,500,726)
56	Post-petition contributions/(distributions) or (draws)		
57			
58	Market value adjustment		
59	Total Equity (Deficit)		\$35,507,167
60	Total Liabilities and Equity (Deficit)		\$123,056,245

NOTE:

1 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court. The pre-petition liabilities' amounts above reflect the claimed amounts filed on Schedules.

SCHEDULES TO THE BALANCE SHEET
(General Business Case)

Schedule A

Accounts Receivable and (Net) Payable

Receivables and Payables Agings	Accounts Receivable [Pre and Post Petition]	Accounts Payable [Post Petition]	Past Due Post Petition Debt
0 -30 Days		\$143,737	
31-60 Days		\$0	
61-90 Days		\$0	
91+ Days		\$40,342	\$40,342
Total accounts receivable/payable	\$0	\$184,079	
Allowance for doubtful accounts			
Accounts receivable (net)	\$0		

Schedule B

Inventory/Cost of Goods Sold

<u>Types and Amount of Inventory(ies)</u>	<u>Inventory(ies) Balance at End of Month</u>	<u>Cost of Goods Sold</u>	
		Inventory Beginning of Month	
		Add -	
Retail/Restaurants -		Net purchase	
Product for resale		Direct labor	
		Manufacturing overhead	
Distribution -		Freight in	
Products for resale		Other:	
Manufacturer -			
Raw Materials			
Work-in-progress		Less -	
Finished goods		Inventory End of Month	
		Shrinkage	
Other - Explain		Personal Use	
		Cost of Goods Sold	\$0
TOTAL	\$0		

Method of Inventory Control

Do you have a functioning perpetual inventory system?

Yes _____ No _____

How often do you take a complete physical inventory?

Weekly _____
Monthly _____
Quarterly _____
Semi-annually _____
Annually _____

Date of last physical inventory was _____

Date of next physical inventory is _____

Inventory Valuation Methods

Indicate by a checkmark method of inventory used.

Valuation methods -

FIFO cost _____
LIFO cost _____
Lower of cost or market _____
Retail method _____
Other _____
Explain _____

Schedule C
Real Property

Description	<u>Cost</u>	<u>Market Value</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Schedule D
Other Depreciable Assets

Description	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -		
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0
Furniture & Fixtures -		
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0
Office Equipment -		
_____	_____	_____
_____	_____	_____
Total	\$0	\$0
Leasehold Improvements -		
_____	_____	_____
_____	_____	_____
Total	\$0	\$0
Vehicles -		
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Schedule E
Aging of Post-Petition Taxes
(As of End of the Current Reporting Period)

Taxes Payable	<u>0-30 Days</u>	<u>31-60 Days</u>	<u>61-90 Days</u>	<u>91+ Days</u>	<u>Total</u>
Federal					
Income Tax Withholding					\$0
FICA - Employee					\$0
FICA - Employer					\$0
Unemployment (FUTA)					\$0
Income					\$0
Other (Attach List)					\$0
Total Federal Taxes	\$0	\$0	\$0	\$0	\$0
State and Local					
Income Tax Withholding					\$0
Unemployment (UT)					\$0
Disability Insurance (DI)					\$0
Empl. Training Tax (ETT)					\$0
Sales					\$0
Excise					\$0
Real property					\$0
Personal property					\$0
Income					\$0
Other (Attach List)					\$0
Total State & Local Taxes	\$0	\$0	\$0	\$0	\$0
Total Taxes	\$0	\$0	\$0	\$0	\$0

Schedule F
Pre-Petition Liabilities

<u>List Total Claims For Each Classification -</u>	<u>Claimed¹</u> <u>Amount</u>	<u>Allowed²</u> <u>Amount (b)</u>
Secured claims (a)		
Priority claims other than taxes	\$123,916	
Priority tax claims	\$45,826	
General unsecured claims	\$61,655,979	

(a) List total amount of claims even if under secured.

(b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

Schedule G
Rental Income Information
Not applicable to General Business Cases

Schedule H
Recapitulation of Funds Held at End of Month

	<u>Account 1</u>	<u>Account 2</u>	<u>Account 3</u>	<u>Account 4</u>	<u>Account 5</u>
Bank	Bank of America	Bank of America	Citibank	Bank of America	
Account Type	Analyzed Checking	Analyzed Checking	Business Account	Money Market	
Account No.	3755532383	3755532419	500078217	3755547323	
Account Purpose	General	Payroll	Citibank Interest	Escrow Account	Petty Cash
Balance, End of Month	\$1,199,149	\$14,578	\$355	\$2,325,212	\$300
Total Funds on Hand for all Accounts	\$3,539,594				

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

NOTES:

- 1 - Claimed Amounts reflects amounts filed on schedules and is subject to change as proof of claims are filed and further pre-petition invoices are identified.
- 2 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court.

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS**Increase/(Decrease) in Cash and Cash Equivalents****For the Month Ended 11/30/06**

		Actual Current Month	Cumulative (Case to Date)
Cash Receipts			
1	Rent/Leases Collected		
2	Cash Received from Sales	\$973,320	\$5,113,082
3	Interest Received	\$222	\$72,182
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		\$5,000
6	Capital Contributions		
7	Management Fees from USA Capital Realty Advisors, LLC		\$1,027,380
8	Tax and Security Deposit Refund		\$5,698
9	Principal Received on Notes Receivable		\$82,832
10	Escrow Deposit	\$2,325,000	\$2,325,000
11			
12	Total Cash Receipts	\$3,298,542	\$8,631,174
Cash Disbursements			
13	Payments for Inventory		
14	Selling		\$2,619
15	Administrative	\$54,323	\$475,602
16	Capital Expenditures		
17	Principal Payments on Debt		\$150,645
18	Interest Paid		\$4,888
	Rent/Lease:		
19	Personal Property		\$9,963
20	Real Property	\$51,269	\$389,626
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)	\$167,098	\$915,675
27	Management Fees		
	Taxes:		
28	Employee Withholding	\$21,351	\$138,488
29	Employer Payroll Taxes	\$6,529	\$66,399
30	Real Property Taxes		
31	Other Taxes		\$9,943
32	Other Cash Outflows:		
33	Professional Fees Paid in Connection with Chapter 11 Case	\$2,631,970	\$3,493,964
34	U.S. Trustee Quarterly Fees		\$10,000
35			
36			
37			
38	Total Cash Disbursements:	\$2,932,540	\$5,667,812
39	Net Increase (Decrease) in Cash	\$366,002	\$2,963,362
40	Cash Balance, Beginning of Period	\$3,173,592	\$576,231
41	Cash Balance, End of Period	\$3,539,594	\$3,539,594

STATEMENT OF CASH FLOWS
(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 11/30/06

	Actual Current Month	Cumulative (Case to Date)
Cash Flows From Operating Activities		
1 Cash Received from Sales	\$973,320	\$5,113,082
2 Rent/Leases Collected	\$222	\$72,182
3 Interest Received		
4 Cash Paid to Suppliers		\$2,619
5 Cash Paid for Selling Expenses	\$54,323	\$475,602
6 Cash Paid for Administrative Expenses		
Cash Paid for Rents/Leases:		\$9,963
7 Personal Property	\$51,269	\$389,626
8 Real Property		\$4,888
9 Cash Paid for Interest	\$167,098	\$915,675
10 Cash Paid for Net Payroll and Benefits		
Cash Paid to Owner(s)/Officer(s)		
11 Salaries		
12 Draws		
13 Commissions/Royalties		
14 Expense Reimbursements		
15 Other		
Cash Paid for Taxes Paid/Deposited to Tax Acct.	\$6,529	\$66,399
16 Employer Payroll Tax	\$21,351	\$138,488
17 Employee Withholdings		
18 Real Property Taxes		\$9,943
19 Other Taxes		
20 Cash Paid for General Expenses		(\$1,027,380)
21 Management Fees from USA Capital Realty Advisors, LLC		(\$5,698)
22 Tax and Security Deposit Refund		(\$82,832)
23 Principal Received on Notes Receivable		
24		
25		
26		
27 Net Cash Provided (Used) by Operating Activities before Reorganization Items	\$672,972	\$4,287,971
Cash Flows From Reorganization Items		
28 Interest Received on Cash Accumulated Due to Chp 11 Case	\$2,631,970	\$3,493,964
29 Professional Fees Paid for Services in Connection with Chp 11 Case		\$10,000
30 U. S. Trustee Quarterly Fees	(\$2,325,000)	(\$2,325,000)
31 Escrow Deposit		
32 Net Cash Provided (Used) by Reorganization Items	(\$306,970)	(\$1,178,964)
33 Net Cash Provided (Used) for Operating Activities and Reorganization Items	\$366,002	\$3,109,007
Cash Flows From Investing Activities		
34 Capital Expenditures		
35 Proceeds from Sales of Capital Goods due to Chp 11 Case		
36		
37 Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities		
38 Net Borrowings (Except Insiders)		\$5,000
39 Net Borrowings from Shareholders, Partners, or Other Insiders		
40 Capital Contributions		\$150,645
41 Principal Payments		
42		
43 Net Cash Provided (Used) by Financing Activities	\$0	(\$145,645)
44 Net Increase (Decrease) in Cash and Cash Equivalents	\$366,002	\$2,963,362
45 Cash and Cash Equivalents at Beginning of Month	\$3,173,592	\$576,231
46 Cash and Cash Equivalents at End of Month	\$3,539,594	\$3,539,594

USA Commercial Mortgage Company
Question 9 - Payments to Professionals
November 1, 2006 - November, 2006

	Total Paid During Month
BMC Group	\$ 173,953.87
Gordon & Silver LTD	130,831.63
Hilco Real Estate Appraisal, LLC	100,000.00
Lewis and Roca, LLP	154,851.14
Mesirow Financial Interim Management, LLC	1,516,808.80
Ray, Quinney & Nebeker, PC	427,051.98
Schwartz & McPherson Law Firm	111,640.33
Sierra Consulting Group, LLC	16,832.25
Total Fees & Expenses	<u>\$ 2,631,970.00</u>

USA COMMERCIAL MORTGAGE COMPANY - COLLECTION ACCOUNT
STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

Increase/(Decrease) in Cash and Cash Equivalents

For the Month Ended 11/30/06

		Actual Current Month	Cumulative (Case to Date)
Cash Receipts			
1	Rent/Leases Collected		
2	Cash Received from Sales		
3	Interest Received	\$161,682	\$1,388,255
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		
6	Capital Contributions		
7	Cash Received - See Attachment A	\$26,277,944	\$202,785,911
8			
9			
10			
11			
12	Total Cash Receipts	\$26,439,626	\$204,174,166
Cash Disbursements			
13	Payments for Inventory		
14	Selling		
15	Administrative		
16	Capital Expenditures		
17	Principal Payments on Debt		
18	Interest Paid		
	Rent/Lease:		
19	Personal Property		
20	Real Property		
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)		
27	Management Fees		
	Taxes:		
28	Employee Withholding		
29	Employer Payroll Taxes		
30	Real Property Taxes		
31	Other Taxes		
32	Other Cash Outflows:		
33	Extension/Late Fees/Default Interest Collected on Behalf of USA CM	\$77,872	\$634,421
34	Service Fees Paid to USA Commercial Mortgage	\$876,973	\$2,713,210
35	Payments to Investors	\$20,911,611	\$146,710,773
36			
37			
38	Total Cash Disbursements:	\$21,866,456	\$150,058,404
39	Net Increase (Decrease) in Cash	\$4,573,170	\$54,115,762
40	Cash Balance, Beginning of Period	\$58,596,009	\$9,053,417
41	Cash Balance, End of Period	\$63,169,179	\$63,169,179

USA COMMERCIAL MORTGAGE COMPANY - COLLECTION ACCOUNT
STATEMENT OF CASH FLOWS

(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 11/30/06

	Actual	Cumulative
	Current Month	(Case to Date)
Cash Flows From Operating Activities		
1 Cash Received from Sales		
2 Rent/Leases Collected		
3 Interest Received	\$161,682	\$1,388,255
4 Cash Paid to Suppliers		
5 Cash Paid for Selling Expenses		
6 Cash Paid for Administrative Expenses		
Cash Paid for Rents/Leases:		
7 Personal Property		
8 Real Property		
9 Cash Paid for Interest		
10 Cash Paid for Net Payroll and Benefits		
Cash Paid to Owner(s)/Officer(s)		
11 Salaries		
12 Draws		
13 Commissions/Royalties		
14 Expense Reimbursements		
15 Other		
Cash Paid for Taxes Paid/Deposited to Tax Acct.		
16 Employer Payroll Tax		
17 Employee Withholdings		
18 Real Property Taxes		
19 Other Taxes		
20 Cash Paid for General Expenses	(\$26,277,944)	(\$202,785,911)
21 Cash Received - See Attachment A	\$77,872	\$634,421
22 Extension/Late Fees/Default Interest Collected on Behalf of USA CM	\$876,973	\$2,713,210
23 Service Fees Paid to USA Commercial Mortgage	\$20,911,611	\$146,710,773
24 Payments to Investors		
25		
26		
27 Net Cash Provided (Used) by Operating Activities before Reorganization Items	\$4,573,170	\$54,115,762
Cash Flows From Reorganization Items		
28 Interest Received on Cash Accumulated Due to Chp 11 Case		
29 Professional Fees Paid for Services in Connection with Chp 11 Case		
30 U.S. Trustee Quarterly Fees		
31		
32 Net Cash Provided (Used) by Reorganization Items	\$0	\$0
33 Net Cash Provided (Used) for Operating Activities and Reorganization Items	\$4,573,170	\$54,115,762
Cash Flows From Investing Activities		
34 Capital Expenditures		
35 Proceeds from Sales of Capital Goods due to Chp 11 Case		
36		
37 Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities		
38 Net Borrowings (Except Insiders)		
39 Net Borrowings from Shareholders, Partners, or Other Insiders		
40 Capital Contributions		
41 Principal Payments		
42		
43 Net Cash Provided (Used) by Financing Activities	\$0	\$0
44 Net Increase (Decrease) in Cash and Cash Equivalents	\$4,573,170	\$54,115,762
45 Cash and Cash Equivalents at Beginning of Month	\$58,596,009	\$9,053,417
46 Cash and Cash Equivalents at End of Month	\$63,169,179	\$63,169,179

USA Commercial Mortgage Company - Collections Account
Attachment A
November 1, 2006 - November 30, 2006

Borrowers	Receipts
5055 Collwood, LLC	\$ 28,596 00
BarUSA/\$15,300,000	331,500 00
Bundy Canyon \$1,050,000	11,754.17
Cabernet	37,625 00
Charlevoix Homes, LLC	46,844.44
Cloudbreak LV	65,499.48
Columbia Managing Partners	24,739 72
Cornman Toltec 160, LLC	109,791 66
Fiesta Development \$6 6	73,883 33
Fiesta Murrieta	72,763 89
Franklin - Stratford Investments, LLC	54,133 58
Goss Road	5,500 00
Hasley Canyon	14,642,362 11
I-40 Gateway West	26,464 67
I-40 Gateway West, LLC 2nd	15,375 96
Interstate Commerce Center	11,772.29
Interstate Commerce Center Phase II	13,052 45
La Hacienda Estate, LLC	64,597 45
Meadow Creek Partners, LLC	8,744,324.20
Palm Harbor One	1,577,880 00
Rio Rancho Executive Plaza, LLC	82,604 98
Southern California Land 2nd	48,222.23
The Gardens Timeshare	45,357 82
University Estates	43,298 82
Wasco Investments	100,000 00
Total Receipts	\$ 26,277,944.25

USA COMMERCIAL MORTGAGE COMPANY - INVESTOR ACCOUNT
STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

Increase/(Decrease) in Cash and Cash Equivalents

For the Month Ended 11/30/06

	<u>Actual</u> <u>Current Month</u>	<u>Cumulative</u> <u>(Case to Date)</u>
Cash Receipts		
1 Rent/Leases Collected		
2 Cash Received from Sales		\$947
3 Interest Received		
4 Borrowings		
5 Funds from Shareholders, Partners, or Other Insiders		
6 Capital Contributions		\$8,900,000
7 Return of Funds from Title Company		\$200,000
8 Funding Assignments		
9		
10		
11		
12 Total Cash Receipts	\$0	\$9,100,947
Cash Disbursements		
13 Payments for Inventory		
14 Selling		
15 Administrative		
16 Capital Expenditures		
17 Principal Payments on Debt		
18 Interest Paid		
Rent/Lease:		
19 Personal Property		
20 Real Property		
Amount Paid to Owner(s)/Officer(s)		
21 Salaries		
22 Draws		
23 Commissions/Royalties		
24 Expense Reimbursements		
25 Other		
26 Salaries/Commissions (less employee withholding)		
27 Management Fees		
Taxes:		
28 Employee Withholding		
29 Employer Payroll Taxes		
30 Real Property Taxes		
31 Other Taxes		
32 Other Cash Outflows:		
33 Pre-Petition Check Cleared by Bank after Account Closed		\$100,000
34 Principal Payments to Investors	\$50,000	\$9,475,000
35		
36		
37		
38 Total Cash Disbursements:	\$50,000	\$9,575,000
39 Net Increase (Decrease) in Cash	(\$50,000)	(\$474,053)
40 Cash Balance, Beginning of Period	\$1,552,080	\$1,976,133
41 Cash Balance, End of Period	\$1,502,080	\$1,502,080

Note:

1 - Check cleared by Wells Fargo on April 19, 2006 and not returned to account by the bank.

USA COMMERCIAL MORTGAGE COMPANY - INVESTOR ACCOUNT
STATEMENT OF CASH FLOWS

(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 11/30/06

	<u>Actual</u> <u>Current Month</u>	<u>Cumulative</u> <u>(Case to Date)</u>
Cash Flows From Operating Activities		
1 Cash Received from Sales		
2 Rent/Leases Collected		\$947
3 Interest Received		
4 Cash Paid to Suppliers		
5 Cash Paid for Selling Expenses		
6 Cash Paid for Administrative Expenses		
Cash Paid for Rents/Leases:		
7 Personal Property		
8 Real Property		
9 Cash Paid for Interest		
10 Cash Paid for Net Payroll and Benefits		
Cash Paid to Owner(s)/Officer(s)		
11 Salaries		
12 Draws		
13 Commissions/Royalties		
14 Expense Reimbursements		
15 Other		
Cash Paid for Taxes Paid/Deposited to Tax Acct		
16 Employer Payroll Tax		
17 Employee Withholdings		
18 Real Property Taxes		
19 Other Taxes		
20 Cash Paid for General Expenses		\$100,000
21 Pre-Petition Check Cleared by Bank after Account Closed		(\$8,900,000)
22 Return of Funds from Title Company		\$9,475,000
23 Principal Payments to Investors	\$50,000	(\$200,000)
24 Funding Assignments		
25		
26		
27 Net Cash Provided (Used) by Operating Activities before Reorganization Items	(\$50,000)	(\$474,053)
Cash Flows From Reorganization Items		
28 Interest Received on Cash Accumulated Due to Chp 11 Case		
29 Professional Fees Paid for Services in Connection with Chp 11 Case		
30 U S. Trustee Quarterly Fees		
31		
32 Net Cash Provided (Used) by Reorganization Items	\$0	\$0
33 Net Cash Provided (Used) for Operating Activities and Reorganization Items	(\$50,000)	(\$474,053)
Cash Flows From Investing Activities		
34 Capital Expenditures		
35 Proceeds from Sales of Capital Goods due to Chp 11 Case		
36		
37 Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities		
38 Net Borrowings (Except Insiders)		
39 Net Borrowings from Shareholders, Partners, or Other Insiders		
40 Capital Contributions		
41 Principal Payments		
42		
43 Net Cash Provided (Used) by Financing Activities	\$0	\$0
44 Net Increase (Decrease) in Cash and Cash Equivalents	(\$50,000)	(\$474,053)
45 Cash and Cash Equivalents at Beginning of Month	\$1,552,080	\$1,976,133
46 Cash and Cash Equivalents at End of Month	\$1,502,080	\$1,502,080

Note:

1 - Check cleared by Wells Fargo on April 19, 2006 and not returned to account by the bank.

USA Commercial Mortgage Company, et al.
 Repaid Loans - Final Payoff
 November 2006

	Date	Principal	Interest	Extension Fees	Late Fees	Default Interest	Total Collection	Service Fees Collected
Hasley Canyon	11/14/2006	\$ 11,700,000.00	\$ 2,942,362.11	\$ -	\$ -	\$ -	\$ 14,642,362.11	\$ 140,919.90
Meadow Creek	11/18/2006	8,250,000.00	494,324.20	-	18,475.33	-	8,762,799.53	35,979.17
Total		\$ 19,950,000.00	\$ 3,436,686.31	\$ -	\$ 18,475.33	\$ -	\$ 23,405,161.64	\$ 176,899.07